



COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE

0773808.09

dcornish
ADD

Trey Grayson, Secretary of State
Received and Filed:
10/20/2010 2:06 PM
Fee Receipt: \$90.00

Division of Corporations
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Certificate of Authority for
Profit/Nonprofit/Professional Service Corporation
(Foreign Business Corporation)

FCO

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and, for that purpose, submits the following statements:

1. The corporation is: ☒ profit corporation (KRS 271B), ☐ nonprofit corporation (KRS 273), ☐ professional service corporation (KRS 274).

2. The name of the corporation is BANDWIDTH.COM, INC.

3. The name of the corporation to be used in Kentucky is (if applicable): PHONEBOOTH, Inc.
(Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the corporation is incorporated is Delaware

5. The date of incorporation is 03/29/2001 and the period of duration is perpetual

6. The mailing address of the corporation's principal office is

4001 Weston Parkway	Cary	NC	27513-2317
Street Address	City	State	Zip Code

7. The street address of the corporation's registered office in Kentucky is

400 West Market Street Suite 1800	Louisville,	KY	40202
Street Address (No P.O. Box Numbers)	City	State	Zip Code

and the name of the registered agent at that office is National Registered Agents, Inc.

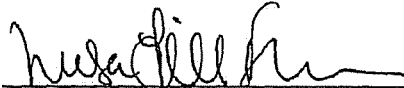
8. The names and business addresses of the corporation's current officers and directors are as follows:

David Morken	4001 Weston Parkway	Cary	NC	27513-2317
Name	Street or P.O. Box	City	State	Zip Code
Lisa Jill Freeman	4001 Weston Parkway	Cary	NC	27513-2317
Name	Street or P.O. Box	City	State	Zip Code
Henry Kaestner	4001 Weston Parkway	Cary	NC	27513-2317
Name	Street or P.O. Box	City	State	Zip Code

9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____
(Delayed effective date and/or time)


Signature of Officer or Chairman of the Board

Lisa Jill Freeman, VP, Office of General Counsel
Printed Name & Title

09/20/2010
Date

i. National Registered Agents, Inc.
Type/Print Name of Registered Agent

consent to serve as the registered agent on behalf of the corporation.


Signature of Registered Agent

Lindsey Klemencic, Assistant Secretary
Printed Name & Title

09/16/2010
Date

BANDWIDTH.COM, INC.


Fictitious Name Resolution

I, Lisa Jill Freeman, Vice President, Office of General Counsel of Bandwidth.com, Inc. a Delaware corporation, do hereby certify that the following resolution, passed by consent of the Board of Directors on October 13, 2010, has not been amended, modified or rescinded since the date of its adoption and remains in full force and effect on the date hereof:

ADOPTION OF FICTITIOUS NAME

RESOLVED, that Bandwidth.com, Inc. adopts the name "Phonebooth, Inc." under which it may operate in Kentucky, that the Vice President, Office of the General Counsel is authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the Secretary of State of Kentucky for filing.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand on the 13th day of October, 2010.

A handwritten signature in dark ink, appearing to read 'Lisa Jill Freeman', is written over a horizontal line.

Lisa Jill Freeman
Vice President, Office of General Counsel

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANDWIDTH.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2010.

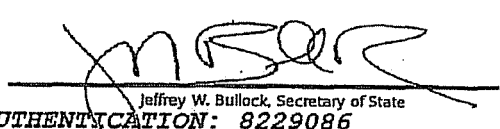
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BANDWIDTH.COM, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2001.



3374902 8300

100906704

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8229086

DATE: 09-15-10